

Indra Bedasie
Legal Assistant

The CIT Group/
Capital Finance, Inc
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21st Floor
New York, NY 10036
Tel 212 536-9492
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RECORDATION NO. 18303-E FILED

AUG 15 '97

2-01 PM



August 12, 1997

BY FEDERAL EXPRESS

Re: **Supplement No. 3 to Master Railcar Lease Agreement dated as of February 18, 1994, between Burlington Northern Railroad Company and The CIT Group/Equipment Financing, Inc., recorded with the Surface Transportation Board on February 28, 1994 as Recordation No. 18303-C**

Enclosed herewith are three (3) originals of the Full Release and Termination of the above-referenced document, fully executed and notarized. Please have the enclosed filed with the Surface Transportation Board urgently, thereafter returning two (2) stamped recorded originals to my attention.

Should you have any questions, please do not hesitate to give me a call. Thank you for your assistance on this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Indra Bedasie".
Indra Bedasie

Enclosure

cc N Coblazo
S Darnell, Esq
W O'Brien

592 ltr

A company of
Dai-ichi Kangyo Bank and
Chase Manhattan Corporation

RECEIVED
SURFACE TRANSPORTATION
BOARD
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**FULL RELEASE AND TERMINATION
OF
SUPPLEMENT NO. 3
TO**

**MASTER RAILCAR LEASE AGREEMENT DATED MAY 28, 1993
RECORDED WITH THE SURFACE TRANSPORTATION BOARD
UNDER RECORDATION NO. 18303-C**

THIS FULL RELEASE AND TERMINATION OF SUPPLEMENT NO. 3 TO MASTER RAILCAR LEASE AGREEMENT DATED MAY 28, 1993 is made as of July 31, 1997 by Burlington Northern Railroad Company ("Lessee") and The CIT Group/Equipment Financing, Inc, ("Lessor")

WITNESSETH

WHEREAS, Lessor and Lessee are parties to that certain Supplement No 3 to Master Railcar Lease Agreement dated as of February 18, 1994, as may have been amended from time to time, recorded February 28, 1994 with the Surface Transportation Board (formerly the Interstate Commerce Commission) under Recordation No 18303-C (the "Supplement"), and

WHEREAS, subject to the terms and conditions of the Master Railcar Lease Agreement dated May 28, 1993 and the additional terms and conditions of the Supplement, Lessor granted to Lessee a leasehold interest in certain of Lessor's assets, more particularly described in Schedule 1 hereto (the "Equipment"), and

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, each of Lessor and Lessee does hereby release and terminate its interest in the Equipment described in Schedule 1 attached hereto

IN WITNESS WHEREOF, each of Lessor and Lessee has duly executed this **FULL RELEASE AND TERMINATION OF SUPPLEMENT NO. 3 TO MASTER RAILCAR LEASE AGREEMENT** as of this 31st day of July, 1997

**THE CIT GROUP/
EQUIPMENT FINANCING, INC.**

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By. Nancy Nardella Coblazo
Name Nancy Nardella Coblazo
Title Vice President

By. Thomas J. Clarys
Name THOMAS J CLARYS
Title MANAGER CUSTOMER REGISTERS

SCEHDULE 1

CAR NOS.

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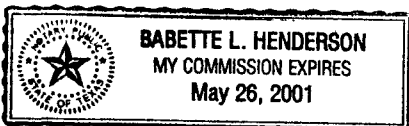
MCHX 31288

MCHX 31289

"STATE OF Texas }
 } ss
COUNTY OF Tarrant }

On this 3rd day of July, 1997 before me, a Notary Public of the State of Texas, personally appeared Thomas J. Creep, the Manager, Logistics of BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Manager, Logistics

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal



Babette L. Henderson
Notary Public

[SEAL]

My Commission Expires 5-26-2001

STATE OF NEW YORK }

} ss:

COUNTY OF NEW YORK }

On this 12th day of AUGUST, 1997 before me, a Notary Public of the State of New York, personally appeared NANCY NARDELLA COLAZO, the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its VICE-PRESIDENT

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal

Barbara Garner
Notary Public

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

[SEAL]

My Commission Expires _____